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AS-9

WARRANTY DEED

STATE OF MISSISSIPPI     )  
                                      )  
COUNTY OF DESOTO         )

For and in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, M&H Food Companies, Inc., a Delaware corporation, successor in interest to Malone & Hyde, Inc., a Tennessee corporation, by virtue of a merger with Malone & Hyde, Inc., on July 9, 1986 in which M&H Food Companies, Inc. was the surviving corporation, acting by and through its duly authorized officers does hereby grant, bargain, sell, convey and warrant unto Auto Shack, Inc., a Delaware corporation, the parcel of land and property lying and being situated in DeSoto County, Mississippi, being more particularly described on Exhibit "A" attached hereto and made a part hereof, and being the same property conveyed to Malone & Hyde, Inc. by Jerome A. Rueff and wife, Janet M. Rueff, and Melville O. Hampe and wife, Melba A. Hampe, by deed recorded August 7, 1979 in Book 143, Page 86 of the records of the Clerk of the Chancery Court of DeSoto County, Mississippi.

Grantee assumes and agrees to pay the ad valorem taxes for the current year and all subsequent years.

WITNESS the signature of the Grantor this 24<sup>th</sup> day of November, 1986.

GRANTOR'S ADDRESS:  
3030 Poplar Avenue  
Memphis, Tennessee 38111

M&H Food Companies, Inc.  
By: Robert D. Harris  
Vice-President

By: [Signature]  
Secretary

GRANTEE'S ADDRESS:  
Dept. 4040  
P.O.Box 1719  
Memphis, Tennessee 38101-0719

NO SEAL

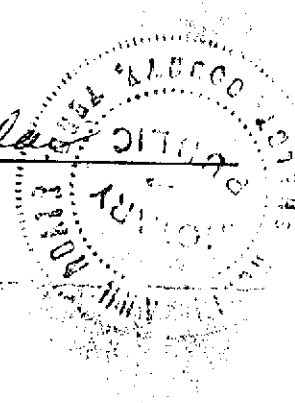
STATE OF TENNESSEE )

COUNTY OF SHELBY )

This day personally appeared before me, the undersigned authority in and for the State and County aforesaid, Robert Harris and J. L. Grain, Jr., who as Vice-President and Secretary of M&H Food Companies, Inc., a Delaware corporation, acknowledged that for and on behalf of said corporation, they signed and delivered the above and foregoing Warranty Deed on the day and year therein written as the act and deed of said corporation, being first duly authorized so to do.

GIVEN under my hand and official seal, this the 24th day of November, 1986.

My Commission Expires:

2-13-89Robin Adams  
Notary Public

## Exhibit "A"

A tract of land in the Southeast Quarter of Section 23, Township 1 South, Range 8 West, DeSoto County, Mississippi, and being more particularly described as follows:

Commencing at an iron railroad spike at the point of intersection of the centerline of Rasco Road and the east right-of-way line of U.S. Highway No. 51, said right-of-way line being located 50.00 feet east of and running parallel with the centerline of said highway; run thence N 3°-15'-00" E along said east right-of-way line for a distance of 452.27 feet to the point of beginning of the herein described tract of land, said point of beginning also being the southwest corner of the property conveyed to Leo G. Catsavis, et al. by Deed recorded in Book 103, Page 22 and leased to Wetterau, Incorporated as evidenced by Memorandum Agreement in Book 41, Page 337 (hereinafter "Wetterau property").

From the point of beginning, run thence S 89°-18'-10" E along the south line of said Wetterau property for a distance of 400.00 feet to a point; run thence S 3°-06'-23" W for a distance of 128.00 feet to a point; run thence N 87°-52'-11" W for a distance of 400.00 feet to a point on the hereinabove described east right-of-way line of U.S. Highway No. 51; run thence N 3°-15'-00" E along said highway right-of-way line for a distance of 118.00 feet to the point of beginning of the herein described property. Said property contains 1.129 acres more or less.

Subject only to those encumbrances, easements and restrictions in existence when the grantor acquired said property, plus any and all encumbrances, easements and restrictions that the grantor voluntarily assumed or created during the time that it held title to the property conveyed hereunder.